

CHICAGO AND



TRANSPORTATION COMPANY

7-220000

August 16, 1977

File No.: A-10042

RECORDATION NO. 8803-10 Filed & Recorded

AUG 22 1977 - 11 55 AM

AUG 22

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Washington, D. C. 20423

Attn: Mr. Robert L. Oswald, Secretary

Washington, D.C.

BERNARD J. ALLEN
DIANE KOHLER-RAUSCH
JOAN A. SCHRAMM
ASSISTANT SECRETARIES

DIRECT DIAL NUMBER
312/454-6534

FEE OF \$10.00
AUG 22 11 45 AM '77

Gentlemen:

Pursuant to Section 20c of the Interstate Commerce Act, as amended, attached for recordation are 7 Counterparts of First Amendment to Lease dated as of 4/27/77. The Lease Agreement was recorded 5/2/77 at 9:30 a.m. and assigned Recordation No. 8803.

The names and addresses of the parties to the transaction are as follows:

1. Chicago and North Western Transportation Company, 400 West Madison Street, Chicago, IL 60606, Lessee.
2. Continental Illinois National Bank & Trust Company of Chicago, 231 South LaSalle Street, Chicago, IL 60693, Lessor.

Enclosed is our check for \$10.00 to cover your recording fee. Please return all but one Counterpart showing your recordation data.

Very truly yours,

Diane Kohler-Rausch
Assistant Secretary

dk:db

encls.

cc: R. L. Schardt*

R. D. Smith

S. Slobidsky*

T. Greenland

R. F. Guenther, Attn: J. James*

D. E. Stockham, Attn: R. S. Brenner*

Arthur Andersen & Co., Attn: Gary Holdren*

Larry Ewing

*with copy of document

8/22/77

Interstate Commerce Commission
Washington, D.C. 20423

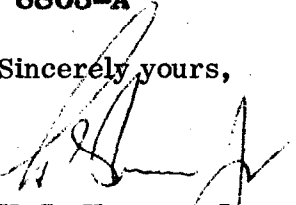
OFFICE OF THE SECRETARY

Diane Kohler-Rausch
Assistant Secretary
Chicago & North Western Transp. Co.
400 W. Madison Street
Chicago, Illinois 60606

Dear **Ms. Kohler-Rausch:**

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on **8/22/77** at **11:55am**,
and assigned recordation number(s) **8803-A**

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

RECORDATION NO. 8803-2 Filed & Recd.

AUG 22 1977 - 11 55 AM

FIRST AMENDMENT
TO LEASE AGREEMENT
DATED AS OF APRIL 27, 1977

IMMEDIATE COMMERCE COMMISSION

This Agreement, dated as of August 1, 1977, is entered into between CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, not in its individual capacity, but as trustee under a Maintenance of Way Leasing Trust Agreement ("Lessor"), and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation.

W I T N E S S E T H:

WHEREAS, Lessor and Lessee have entered into a Lease Agreement dated as of April 27, 1977 ("Lease Agreement"); and

WHEREAS, the parties now desire to amend the Lease Agreement in certain respects;

NOW, THEREFORE, the parties hereto agree as follows:

1. The words "April 27, 1977" contained in the opening paragraph of the Lease Agreement are amended in their entirety to read "April 28, 1977".
2. The last sentence of Section 1 of the Lease Agreement is amended in its entirety to read as follows:

"The aggregate cost for the Equipment (Lessor's Cost of Equipment") shall not exceed \$1,910,000."
3. The words "January 31, 1977" contained in the second line of Section 2 of the Lease Agreement are amended in their entirety to read "April 28, 1977".
4. Exhibit A to the Lease Agreement is amended in its entirety to read as follows:

"EXHIBIT A

EQUIPMENT

<u>QUANTITY</u>	<u>EQUIPMENT DESCRIPTION</u>	<u>CHICAGO AND NORTH WESTERN IDENTIFICATION NUMBER</u>	<u>APPROXIMATE COST</u>
4	Switch Tampers	17-2861 17-2862 17-2863 17-2864	\$ 536,080
3	Automatic Tampers EJ-6	17-2865 17-2866 17-2867	\$ 392,934
1	Tamper Compactor	17-2877	\$ 59,507
2	955 (755) Loaders	17-2882 17-2886	\$ 133,850
2	D6C Dozers	17-2950 17-2951	\$ 162,450
1	JD 350 Crawler Dozer	17-2883	\$ 18,900
12	Hy-rail Rubber Tired Tractor Mowers	17-2887 17-2888 17-2889 17-2890 17-2891 17-2892 17-2893 17-2894 17-2895 17-2896 17-2897 17-2898	\$ 215,450

3	Ballast Regulators	17-2903 17-2904 17-2905	\$ 140,220
1	Speed Swing	17-2928	\$ 76,900
1	15 Ton Rubber Tired Hydraulic Crane	17-2929	\$ 80,000
1	GO-4 Crossing Undercutter	17-2925	\$ <u>86,000</u>
			\$1,902,291"

5. Except as amended hereby the Lease Agreement remains in full force and effect unamended, unaltered and unrepealed.


IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed and their corporate seals to be affixed hereto all as of the date first above written.

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY
(Lessee)

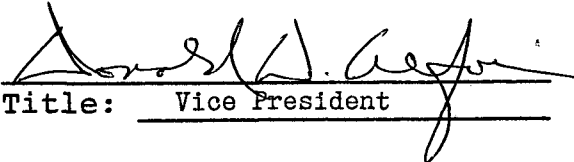
By 
Title: Treasurer

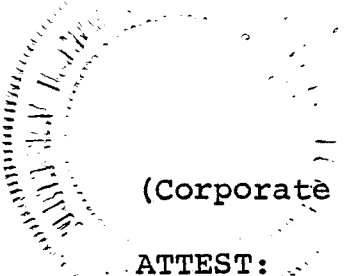
(Corporate Seal)

ATTEST:

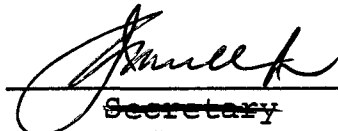

Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO,
not in its individual capacity,
but as trustee under a
Maintenance of Way Leasing
Trust Agreement (Lessor)

By 
Title: Vice President


(Corporate Seal)

ATTEST:


~~Secretary~~
TRUST OFFICER

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

On this 10th day of August, 1977, before me personally appeared R. L. Schardt, to me personally known, who being by me duly sworn, says that he is Treasurer of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

F J Brj
Notary Public

(SEAL)

My Commission Expires: May 21, 1978

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

On this 11th day of August, 1977, before me personally appeared DONALD W. ALVIN, to me personally known, who being by me duly sworn, says that he is Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, one of the seals affixed to the foregoing instrument is the seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association not in its individual capacity but as trustee under a Maintenance of Way Leasing Trust Agreement by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association in the aforementioned capacity.

R S Donovan R. S. DONOVAN
Notary Public

(SEAL)

My Commission Expires: April 26, 1980